

**LOWENSTEIN SANDLER PC**

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*Attorneys for Defendant*

*Bankrate, Inc.*

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY**

BANXCORP,

Plaintiff,

vs.

BANKRATE, INC.,

Defendant.

Civil Action No. 07-3398

Hon. Kevin McNulty, U.S.D.J.

**DECLARATION OF  
R. SCOTT THOMPSON, ESQ.**

I, R. Scott Thompson, Esq., of full age, being duly sworn according to law, do depose and state as follows:

1. I am an Attorney-at-Law of the State of New Jersey and a Member of Lowenstein Sander PC, attorneys for Defendant Bankrate, Inc. ("Bankrate") in the above referenced matter.

2. I offer this Declaration in support of Defendant's Motion to Dismiss portions of the Sixth Amended Complaint.

3. A true and correct excerpted copy of the transcript of the parties' January 28, 2011 in-person hearing before the Honorable Madeline Cox Arleo, U.S.M.J. is attached as Exhibit A.

4. A true and correct copy (with redactions) of the February 2006 “Memorandum of Understanding” between Bankrate and CNN (bearing bates numbers BR13692 – 13750) is attached as Exhibit B.

5. A true and correct copy of the June 6, 2008 Content License and Advertising Agreement between Bankrate and Blackshore Properties, Inc. d/b/a/ bankaholic.com (bearing bates numbers BR4375 – 4408) is attached as Exhibit C.

6. A true and correct copy (with redactions) of the March 17, 2009 Website Co-branding Agreement between Bankrate and Jim Wang Enterprises, LLC, which operated bargaineering.com (bearing bates numbers BR15623 - BR15636) is attached as Exhibit D.

7. Bankrate has designated the foregoing agreements identified in paragraphs 4-6 as “Confidential” under the Discovery Confidentiality Order in this case and therefore, they are filed under seal. A copy of the agreements will be forwarded to the Court and plaintiff for their review.

8. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the above statements are true and correct.

Dated: September 7, 2012

/s/ R. Scott Thompson  
R. Scott Thompson